

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
FIELDWOOD ENERGY III LLC, et al.,	§	Case No. 20-33948 (MI)
	§	
Post-Effective Date Debtors.¹	§	(Jointly Administered)
	§	

**STIPULATION AND AGREED ORDER RESOLVING
ALL UNRESOLVED CLAIMS FILED BY DEPARTMENT OF INTERIOR**

This stipulation and agreement (the “**Stipulation**”) is entered into by and between (i) the plan administrator (the “**Plan Administrator**”) appointed pursuant to the *Modified Eighth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and Its Affiliated Debtors* [ECF No. 2008] (the “**Plan**”)² and (ii) the United States of America on behalf of the Department of Interior/Office of Natural Resources Revenue (the “**DOI**” and, together with the Plan Administrator, the “**Parties**”) resolving any and all unresolved Proofs of Claim filed by the DOI, including Proofs of Claim Numbered 895, 897, 899, 900, 901, and 902 (collectively, “**DOI General Unsecured Claims**”) and Administrative Expense Proofs of Claim Numbered 1092, 1093, 1094, 1095, 1107, and 1134 (collectively, the “**DOI Administrative Expense Claims**”). The Parties hereby stipulate and agree as follows:

WHEREAS, on June 25, 2021, the Bankruptcy Court entered the *Findings of Fact, Conclusions of Law, and Order (I) Confirming Eighth Amended Joint Chapter 11 Plan of Fieldwood*

¹ The Post-Effective Date Debtors, along with the last four digits of each Post-Effective Date Debtor’s federal tax identification number, as applicable, are: Fieldwood Energy III LLC (6778); Fieldwood Energy Offshore LLC (4494); Fieldwood Energy Inc. (4991); GOM Shelf LLC (8107), and FW GOM Pipeline, Inc. (8440). The Debtors in the other nine pending chapter 11 cases (which continue to be jointly administered with the cases of the Post-Effective Date Debtor), each of which have either been dissolved or merged into other entities as of the Effective Date, consist of the following: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422).

² Capitalized terms used but otherwise not defined herein shall have the meanings ascribed to such terms in the Plan.

Energy LLC and Its Affiliated Debtors and (II) Granting Related Relief [ECF No. 1751] confirming the Plan.

WHEREAS, on February 1, 2021, the DOI filed Proofs of Claim Numbered 893, 894, 895, 897, 899, 900, 901, 902, 903, and 904.

WHEREAS, on November 5, 2021, the Bankruptcy Court entered the *Stipulation and Agreed Order Withdrawing Duplicate Proofs Of Claim and Allowing Proofs of Claim 893 and 894* [ECF No. 2154] (the “**Claim Stipulation**”), which provided for the (i) withdrawal of Proofs of Claim 903 and 904 and (ii) allowance of Proofs of Claim Numbered 893 and 894 in amounts set forth in the Claim Stipulation.

WHEREAS, on March 25, 2022, the DOI filed Administrative Expense Proofs of Claim Numbered 1092, 1093, 1094, 1095, and 1107.

WHEREAS, on May 13, 2022, the DOI filed Administrative Expense Proof of Claim Numbered 1134, which amended and superseded Administrative Expense Claim Numbered 1092.

WHEREAS, on September 13, 2022, the Plan Administrator filed the *Plan Administrator’s Twentieth Omnibus Objection to Claims Seeking to Reclassify Certain Administrative Expense Claims (Claims Filed by the Department of Interior)* [ECF No. 2660], which sought to reclassify the DOI Administrative Expense Claims as Class 6B General Unsecured Claims.

WHEREAS, to fully resolve the DOI General Unsecured Claims and DOI Administrative Expense Claims, the Parties have agreed to enter into and jointly submit this Stipulation.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED AS FOLLOWS:

1. The recitals set forth above are incorporated herein by this reference as though set forth herein at length.
2. Administrative Expense Proofs of Claim Numbered 1107 and 1134 are allowed as Administrative Expense Claims in the amount of \$200,000.00 and \$200,000.00, respectively (collectively, the “**Allowed Administrative Expense Claims**”). The Allowed Administrative Expense Claims shall be paid in cash no later five (5) business days after entry of this Stipulation.
3. Upon DOI’s receipt of payment for the Allowed Administrative Expense Claims, the Allowed Administrative Expense Claim shall be deemed fully and finally satisfied and all of the DOI’s remaining unresolved Proofs of Claim filed in these chapter 11 cases, including the DOI General Unsecured Claims and the DOI Administrative Expense Claims, are deemed withdrawn with prejudice.
4. This Stipulation shall become effective upon the Court’s approval.
5. The Clerk of Court and Kroll Restructuring Administration LLC,³ as claims agent, are hereby authorized to reflect this Stipulation on the claims register for these chapter 11 cases.
6. This Stipulation may not be modified, amended, or vacated except in a writing signed by the Parties and approved by the Court.
7. Each person who executes this Stipulation on behalf of a Party hereto represents that he or she is duly authorized to execute this Stipulation on behalf of such Party.
8. The Parties agree that this Court shall retain jurisdiction to interpret, implement and enforce the provisions of this Stipulation.

³ On March 29, 2022, Prime Clerk LLC changed its name to Kroll Restructuring Administration LLC.

IN WITNESS WHEREOF, this Stipulation has been executed and delivered as of the day
and year first written below.

IT IS SO ORDERED

Dated: _____, 2023
Houston, Texas

THE HONORABLE MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE

Dated: August 21, 2023
Houston, Texas

/s/ Jessica Liou

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– and –

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/s/ J. Zachary Balasko

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*Attorneys for the United States of America, on
behalf of the United States Department of the
Interior*

Certificate of Service

I hereby certify that on August 21, 2023, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Jessica Liou
Jessica Liou